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Bankruptcy Conflicts Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	
	:	Chapter 11
DELPHI CORPORATION, <i>et al.</i> ,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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**FOURTH SUPPLEMENTAL AFFIDAVIT OF ALBERT
TOGUT PURSUANT TO BANKRUPTCY RULE 2014**

STATE OF NEW YORK)
):
COUNTY OF NEW YORK)

Albert Togut, being duly sworn, states the following under penalty of perjury:

1. I am the senior member of Togut, Segal & Segal LLP (the "Togut Firm") located at One Penn Plaza, New York, New York 10119. I am a member in good standing of the Bar of the State of New York and am admitted to practice in the Federal Courts for the Southern and Eastern Districts of New York, the Court of Appeals for the Second Circuit, and the Supreme Court of the United States.

2. On October 8, 2005, Delphi Corporation and certain of its

subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the “Delphi”), made an Application for an Order Under 11 U.S.C. § 327(a) and Fed R. Bankr. P. 2014(a) (I) Authorizing the Employment and Retention of the Togut Firm as Conflicts Counsel for the Debtors; and (II) Scheduling a Final Hearing Thereon (the “Application”). I executed a declaration on October 8, 2005 (the “Declaration”) that was filed in support of the Application.

3. On October 11, 2005, I made a first supplemental affidavit (the “First Supplemental Affidavit”) that disclosed the Togut Firm’s role as conflicts counsel for Tower Automotive Inc. (“Tower”) in Tower’s chapter 11 cases and confirmed that: (i) the Togut Firm would not represent Tower in an action against the Delphi; and (ii) the Togut Firm would not represent Delphi in an action against Tower. Tower’s Chapter 11 plan has since been confirmed.

4. On November 4, 2005, the Court entered a Final Order authorizing Delphi’s retention of the Togut Firm.

5. On December 7, 2006, I executed and filed a second supplemental affidavit (the “Second Supplemental Affidavit”) that disclosed the Togut Firm’s role as conflicts counsel for Dura Automotive Systems, Inc. (“Dura”) in Dura’s chapter 11 cases and confirmed that: (i) the Togut Firm would not represent Dura in an action against Delphi; and (ii) the Togut Firm would not represent Delphi in an action against Dura. Dura’s Chapter 11 plan has since been confirmed.

6. On May 30, 2007, I executed a third supplemental affidavit (the “Third Supplemental Affidavit”), that was filed on June 1, 2007, which disclosed the Togut Firm’s retention in the Chapter 11 cases filed by Collins & Aikman Corporation and its affiliated debtors (“C&A”) in connection with the prosecution of certain causes of action in favor of C&A before the Honorable Steven Rhodes, Bankruptcy Judge, in

the Eastern District of Michigan, Southern District. The Third Supplemental Affidavit confirmed that: (i) the Togut Firm would not represent C&A in an action against Delphi; and (ii) the Togut Firm would not represent Delphi in an action against C&A. C&A's Chapter 11 plan has since been confirmed.

7. The Togut Firm has represented, and continues to represent, Delphi as its conflicts counsel in this Chapter 11 case since the filing of Delphi's Chapter 11 petitions.

8. This fourth supplemental affidavit supplements the Declaration and the First, Second, and Third Supplemental Affidavits.

9. The Togut Firm has been selected by Chrysler LLC and its affiliated Chapter 11 debtors ("Chrysler") to serve as Chrysler's conflicts counsel in their Chapter 11 cases pending before the Honorable Arthur J. Gonzalez in this Court. Jones Day is primary bankruptcy counsel for Chrysler. Chrysler's application to retain the Togut Firm has just been filed.

10. Prior to my firm's retention by Chrysler, I advised Delphi and Skadden, Arps, Slate, Meagher & Flom LLP ("Skadden"), primary bankruptcy counsel for Delphi, of Chrysler's desire to retain my firm as its conflicts counsel. Neither Delphi nor Skadden had any objection thereto.

11. I have confirmed that Delphi is not a Jones Day client. Chrysler has agreed that if it must file any action or motion in which Delphi is an adverse party, the Togut Firm will not handle such matter. Moreover, Delphi has agreed that the Togut Firm may not represent it in any action or motion in which Delphi is adverse to Chrysler.

12. My firm, therefore, does not and will not represent Chrysler in any action against Delphi, and does not and will not represent Delphi in any action against

Chrysler.

13. I will continue to file supplemental affidavits regarding my firm's retention in these chapter 11 cases should any additional relevant information arise.

/s/ Albert Togut
Albert Togut

Subscribed and sworn to before me
on this 1st day of May 2009 in New
York, New York.

/s/ Neil Berger
Notary Public